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Suzanne Henderson

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SECOND AMENDMENT OF OIL, GAS AND MINERAL LEASE

STATE OF TEXAS)
)
COUNTY OF TARRANT)

This Second Amendment of Oil, Gas and Mineral Lease ("Second Amendment") is entered into by and between Luminant Mineral Development Company, LLC, as successor in interest to TXU Mineral Development Company I LP, a Texas limited partnership ("TXU" or "Lessor"), whose address is 1601 Bryan Street, Dallas, TX 76102, and **XTO Energy Inc.**, a Delaware Corporation ("XTO" or "Lessee"), whose address is 810 Houston Street, Fort Worth, Texas 76102.

WHEREAS, TXU, as Lessor, and XTO, as Lessee, entered into that certain Oil, Gas and Mineral Lease dated October 10, 2006, and recorded as Document Number D206325449 of the Official Public Records of Tarrant County, Texas (the "Lease"), as amended by an Amendment of Oil, Gas and Mineral Lease dated April 6, 2007, recorded as Document Number D207141333 in the Official Public Records of Tarrant County, Texas (the "First Amendment"), covering 337.2841 acres, more or less, out of the Louisa Bower Survey, A-159, the James (J.A.) Bridgeman Survey, A-186, the Abraham Childs Survey, A-373, the James Cross Survey, A-379, the Washington Davidson Survey, A-393, the RB & TA English Survey, A-486, the David Gregory Survey, A-557, the Guadalupe Garcia Survey, A-614, the J. Jennings Survey, A-874, the Ben Jopling Survey, A-880, the Hiram Little Survey, A-930, the James McDonald Survey, A-997, the George W. Pryor Survey, A-1212, the G.H. Power Survey, A-1214, the Seth Pryor Survey, A-1237, the Jesse B. Renfro Survey, A-1260, the Joaquin Rendon Survey, A-1263, the Margaret Rockerfellow Survey, A-1267, the R.C. Richey Survey, A-1358, the Jesse Russell Survey, A-1361, the Shelby County School Land Survey, A-1375, the Green B. Stone Survey, A-1401, the E.S. Snider Survey, A-1445, the Joel Snider Survey, A-1448, the M.F. Scott Survey, A-1450, the Wilson Simpson Survey, A-1460, the Joel Snyder Survey, A-1468, the C.B. Teague Survey, A-1506, the P.H. Turner Survey, A-1581, and the James Wilson Survey, A-1623, all being in Tarrant County, Texas (the "Land"),; being more fully described in the Lease and the First Amendment, and reference to the Lease and First Amendment and to the record thereof are hereby made for all purposes, and,

WHEREAS, it is the desire of the parties to amend paragraph 15 of Exhibit "B" attached to the Lease, insofar and only insofar as it relates to that certain 13.2320 acres as specifically recited on Page 7 of 16 of subject lease, to permit the pooling of said 13.2320 acres into two (2) separate contiguous units.

NOW THEREFORE, for and in consideration of \$10.00 and other good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, Lessor and Lessee

agree to amend paragraph 15 of Exhibit "B" attached to the Lease, insofar and only insofar as it relates to Tract 4 being that certain 13.2320 acres as specifically recited on Page 7 of 16 of subject Lease, to allow for the pooling of said 13.2320 acres being Tract 4 recited on page 7 of the subject Lease into two (2) separate contiguous units. However, in the event Lessee pools a portion of said 13.2320 acres in a unit, Lessee shall include the remainder of said 13.2320 acres in a single separate pooled unit within one-hundred eighty (180) days from the filing of the designation of pooled unit for the initial unit which includes a portion of said 13.2320 acres.

The Lease and First Amendment, as modified by this Second Amendment, remain in full force and are ratified and confirmed in all respects.

IN WITNESS WHEREOF, this instrument is executed and made effective as of the date set forth in the acknowledgment of Lessor below.


Lessor:

Luminant Mineral Development Company, LLC
Successor in Interest to TXU Mineral Development
Company I LP


By: Brett Wiggs, Authorized Representative

LESSEE:

XTO Energy Inc.

By: 
Edwin S. Ryan, Jr.
Sr. Vice President-Land Administration

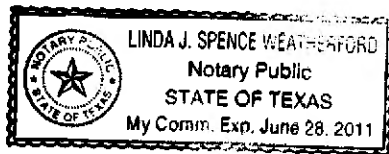
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ACKNOWLEDGEMENT

THE STATE OF TEXAS §
 §
COUNTY OF DALLAS §

This instrument was acknowledged before me on the 31st day of July, 2008, by **Brett Wiggs, Authorized Representative** of Luminant Mineral Development Company, LLC, a Texas Limited Liability Company, as Successor in Interest to TXU Mineral Development Company I LP and on behalf of said Company and in the capacity herein stated.

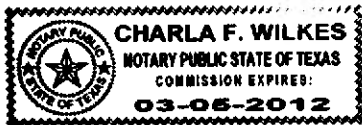


Linda Spence Weatherford
Notary Public, State of Texas

STATE OF TEXAS §
 §
COUNTY OF TARRANT §

This instrument was acknowledged before me on this the 30th day of June 2008, by Edwin S. Ryan, Jr., the Sr. Vice President-Land Administration of XTO Energy Inc., a Delaware Corporation, on behalf of said corporation.

MY COMMISSION EXPIRES: 3-5-12



Charla F. Wilkes
Notary Public

Return to: Bryson G. Kuba
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